



Please Reply to: PO Box 40259
Olympia, WA 98504-0259
Fax: (360) 586-2022

October 26, 2012

OFFICE OF
INSURANCE COMMISSIONER

2012 OCT 26 PM 2:29

Patricia D. Petersen, JD, Chief Hearing Officer
Office of the Insurance Commissioner, Hearings Unit
PO Box 40255
Olympia, WA 98504-0255
5000 Capitol Boulevard
Tumwater, WA 98501

Patricia D. Petersen
Chief Hearing Officer

Re: Form A Filing dated August 3, 2012 – Proposed Acquisition of Control of
Amerigroup Washington, Inc.

Dear Ms. Petersen:

Attached please find the Form A Statement regarding the Acquisition of Control of a Domestic Health Carrier and associated supplementary information. The Form A Statement describes the proposed transaction between the affiliates of WellPoint Inc. and Amerigroup Corporation.

The proposed transaction comes at the request of WellPoint Inc. whereby Amerigroup, Corporation would merge with WellPoint Merger Sub, Inc., a subsidiary of ATH Holding Company, Inc. After the proposed merger, Amerigroup Corporation would be the surviving entity and become the subsidiary of ATH Holding Company, LLC and indirectly controlled by WellPoint Inc. WellPoint Inc. is a publicly-traded corporation on the New York Stock Exchange (WLP).

Amerigroup Washington, Inc. is a Washington domiciled health care service contractor and is wholly owned by Amerigroup Corporation, a Delaware corporation and publicly traded on the New York Stock Exchange (AGP).

The Company Supervision division is satisfied that the Form A filing is complete, and requests that a hearing be scheduled in this matter according to RCW 48.31C.030. Ms. Kate Reynolds is the OIC's staff attorney assigned to this case.

If you have any questions, please call me at 360-725-7211 or Ms. Reynolds at 360-725-7179.

Yours truly,

RONALD J. PASTUCH, CPA
Holding Company Manager
Company Supervision Division
E-Mail: RonP@oic.wa.gov

Cc: James T. Odiorne, CPA, JD, Deputy Insurance Commissioner
Kate Reynolds, Staff Attorney
Mailing Address: P.O. Box 40255 • Olympia, WA 98504-0255
Street Address: 5000 Capitol Blvd. • Tumwater, WA 98501

AMENDED
No. 500653

Certificate of Registration

STATE OF WASHINGTON
INSURANCE COMMISSIONER
OLYMPIA

THIS IS TO CERTIFY, That

AMERIGROUP WASHINGTON, INC.
Seattle, Washington

organized under the laws of WASHINGTON, presented satisfactory evidence of compliance with the Insurance Code of the State of Washington and is therefore granted, this Certificate of Registration, authorizing the company, subject to all provisions of this Certificate, to transact the following classes of insurance:

Health Care Service Contractor -- as defined in Chapter 48.44 RCW

as such classes are now or may hereafter be defined in the Revised Code of Washington,

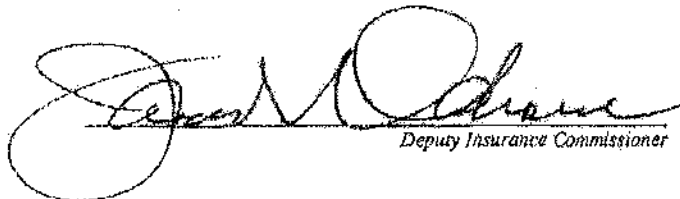
THIS CERTIFICATE is expressly conditioned upon the holder being and remaining in full compliance with, and not in violation of, all of the applicable laws and lawful requirements made under authority of the laws of the State of Washington.

THIS CERTIFICATE IS NOT TRANSFERRABLE WITHOUT THE PRIOR WRITTEN CONSENT OF THE COMMISSIONER.

*IN WITNESS WHEREOF, effective as of the 27th day
of May, 2011, I have hereunto set my hand
and caused my official seal to be affixed this 13th day of
October, 2011.*



Mike Kreidler
Insurance Commissioner



Deputy Insurance Commissioner



Rob McKenna

ATTORNEY GENERAL OF WASHINGTON

800 Fifth Avenue #2000 • Seattle WA 98104-3188

October 16, 2012

Via Electronic Mail and U.S. Mail

Ron Pastuch

Holding Company Manager

Office of Insurance Commissioner

5000 Capitol Blvd.

Tumwater, WA 98501

Re: Proposed Acquisition of Amerigroup Washington, Inc.

Dear Mr. Pastuch:

This letter responds to your July 11, 2012 e-mail to the Antitrust Division of the Attorney General's Office, requesting a review of the proposed acquisition by WellPoint, Inc. (WellPoint) of Amerigroup Washington, Inc. (Amerigroup) under RCW 48.31C.030.

We understand that Amerigroup is a health care service contractor registered with the Office of the Insurance Commissioner, and provides Medicaid and Basic Health business in sixteen counties in Washington State. We further understand that WellPoint provides Medicare Part D Prescription business in Washington through two affiliated insurers—Anthem Insurance Companies, Inc., and Unicare Life and Health Insurance Company—in addition to P&C insurance and life insurance.

At this time, based on our review, there does not appear to be sufficient evidence to conclude that the proposed acquisition warrants legal action by the Attorney General's Office. However, this review is without prejudice to any further action by this Office in this matter if such action is determined to be necessary at a later date, and this letter should not be construed as a waiver of the Attorney General's ability or authority to take further action as necessary. This letter should not be construed as an opinion, formal or otherwise, of the Attorney General.

Sincerely,

Jonathan A. Mark

Assistant Attorney General

jonathanm2@atg.wa.gov